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February 8, 2000

By Federal Express

David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: No. 99-00387

Dear Mr. Waddell:

Network Access Solutions Corporation ("NAS") submits this letter in order to (i) keep the Commission advised of facts relevant to a decision about whether to grant the above application and (ii) request the Commission's approval to issue and sell new preferred shares in the company to the extent that such approval is necessary.

On February 7, 2000, NAS entered into a Stock Purchase Agreement with SBC Communications Inc. ("SBC") and Telefonos de Mexico, S.A. de C.V. ("Telmex"). Under the terms of this Agreement, NAS will sell 750,000 shares of Series B Convertible Preferred stock to SBC and another 750,000 shares of Series B Convertible Preferred stock to Telmex. SBC and Telmex will pay \$100 for each of these shares. NAS will sell these shares after it receives certain regulatory approvals, and it will notify the Commission once the shares are sold. A description of the attributes of NAS Series B Convertible Preferred stock is enclosed. Issuance of 1.5 million shares of NAS Series B Convertible Preferred stock will not result in a change of control of NAS.¹ NAS will use the proceeds from the private placement to improve and expand its telecommunications service offerings.

¹ In a separate transaction on February 7, 2000 NAS also issued short term debt securities to SBC and Telmex totaling \$30 million. Under the terms of the Loan Agreement between the parties, NAS must redeem these debt securities by July 31, 2000 or on the date that NAS issues the Series B Convertible Preferred Shares, whichever occurs first. If NAS has not redeemed the debt securities by April 2, 2000 it must on that date secure repayment of the debt by providing a security interest consisting of certain NAS assets.

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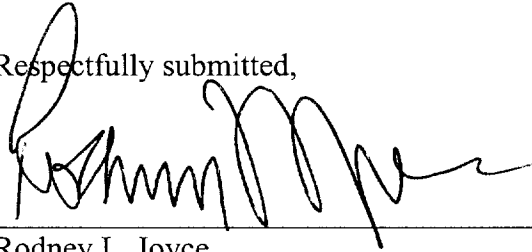
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If the Commission desires to grant NAS's application for certificate prior to the date that NAS sells the Series B Preferred stock, we hereby request that the agency simultaneously grant any authorization that may be required under state law for a certified carrier to sell new shares of equity securities or to use company assets to secure a short term loan.

I am enclosing the original and 13 copies of this letter for filing. Please stamp the extra copy to reflect the filing date and return it to me in the enclosed, stamped and self-addressed envelope.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Rodney L. Joyce", written over a horizontal line.

Rodney L. Joyce
Counsel for Network Access Solutions Corporation

Enclosure

cc: Darryl Whitis

DESCRIPTION OF NAS SERIES B CONVERTIBLE PREFERRED STOCK

Liquidation Preference:	\$100 per share of Series B Convertible Preferred Shares
Dividend Yield:	Dividends are payable in Series B Convertible Preferred Shares or cash, at NAS's option, at a rate of 7.0% per annum (the "Rate") payable annually on a cumulative basis.
Ranking:	The Series B Convertible Preferred Shares are junior to all debt instruments and are senior to all other classes of NAS's capital stock with respect to dividends and upon liquidation, dissolution or winding up.
Conversion Price:	The Series B Convertible Preferred Shares are convertible into Common Shares at a price of \$31 per share of NAS Common Stock, a conversion ratio of 3.23 Common Shares per 1 Series B Convertible Preferred Share.
Conversion Rights:	The Series B Convertible Preferred Shares are convertible at the option of their owners at any time at the appropriate Conversion Price. The amount of such conversion will be subject to the receipt of the appropriate regulatory approvals.
Mandatory Conversion:	Beginning on the third anniversary, NAS may force an owner of the Series B Convertible Preferred Shares to convert its Series B Convertible Preferred Shares to Common Shares, subject to receipt of applicable regulatory approvals, upon the occurrence of either of two events: (1) the owner of the Series B Convertible Preferred stock consents, or (2) the market price of the NAS Common Stock is at or above \$31 per share.
Redemption Rights:	The Series B Convertible Preferred Shares are redeemable after the third anniversary upon the occurrence of either of two events: (1) NAS consents or (2) the market price of the NAS Common Stock is at or above \$31 per share.
Anti-Dilution:	In the event of subsequent financings by NAS, the owners of the Series B Convertible Preferred Shares shall have the right to participate, on the same terms and conditions as third parties, for purposes of maintaining their proportionate collective interests.
Voting Rights:	The owners of the Series B Convertible Preferred Shares will not have voting rights until their conversion into Common Shares.

Board Representation:

The owners of the Series B Convertible Preferred Shares shall be entitled to one seat on the NAS Board of Directors with no voting rights. Once the Preferred Shares are converted to Common Shares, the seat shall have full voting powers.